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TOM.COM LIMITED

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of TOM.COM LIMITED (“TOM”) will be held at the Harbour View Room I, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 11th February, 2002 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of TOM:

ORDINARY RESOLUTION

“THAT the stock purchase agreement dated 11th December, 2001 (the “Stock Purchase Agreement”, a copy of which marked “A” has been produced to the Meeting and signed by the Chairman hereof for the purpose of identification) entered into between Diamond Profits Limited (“Diamond”, a wholly-owned subsidiary of TOM), TOM.COM INTERNATIONAL LIMITED (a wholly-owned subsidiary of TOM), Mr. James Jin (金惟純), Mr. Kuo Ting Yu (俞國定), Ms. Wen Jing Wang (王文靜), 商周文化事業股份有限公司(Business Weekly Publishing Inc.) (“Business Weekly”), the Management Shareholders (as defined in the Stock Purchase Agreement) and the BW Shareholders (as defined in the Stock Purchase Agreement), under which, Diamond and/or its nominees agree to acquire up to the entire issued share capital of Business Weekly for an aggregate consideration of up to NTD1,650,000,000 (approximately HKD370,287,253) (subject to adjustments) be and is hereby approved, ratified and confirmed and that any director of TOM be and is hereby authorised for and on behalf of TOM to do all acts and things and execute all documents as he/she may consider necessary, expedient or desirable to effect and implement the Stock Purchase Agreement and all transactions contemplated thereby, including without limitation to the allotment and issuance by TOM of new ordinary shares of HKD0.10 each and the acquisition of shares in Business Weekly pursuant to the Stock Purchase Agreement.”

By Order of the Board
TOM.COM LIMITED
Angela Mak
Company Secretary

Hong Kong, 24th January, 2002

Notes:

- (1) A member of TOM entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend, on a poll, vote instead of such member. A proxy need not be a member of TOM.
- (2) In order to be valid, the form of proxy together with a power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority must be deposited with the principal place of business of TOM at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

This announcement, for which the Directors of TOM collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to TOM. The Directors of TOM, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of TOM at www.tom.com.